

GENESIS ENERGY LP
Form 4
August 08, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Quintana Capital Group GP Ltd

2. Issuer Name and Ticker or Trading Symbol
GENESIS ENERGY LP [GEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 JEFFERSON STREET, SUITE 3600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2011

____ Director
____ Officer (give title below) Other (specify below)
Possible member of 10% group

HOUSTON, TX 77002
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Units - Class A | 08/04/2011 | | J ⁽¹⁾ | | 178,223 | D | Ⓛ | 1,425,942 | I | By Quintana Energy Partners II, L.P. ⁽³⁾ |
| Common Units - Class A | 08/04/2011 | | J ⁽²⁾ | | 1,618 | A | Ⓛ | 1,618 | D ⁽³⁾ | |
| Common Units - Class A | | | | | | | | 185,455 | I | By QEP II Genesis TE Holdco, LP ⁽³⁾ |

| | | | |
|------------------------------|-----------|---|---|
| Common Units - Class A | 7,062,549 | I | By Q GEI Holdings, LLC ⁽⁴⁾ |
|------------------------------|-----------|---|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| | Director 10% Owner Officer Other |
| Quintana Capital Group GP Ltd 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Possible member of 10% group |
| QUINTANA ENERGY PARTNERS II LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Possible member of 10% group |
| QEP II Genesis TE Holdco LP 601 JEFFERSON STREET SUITE 3600 HOUSTON, TX 77002 | Possible member of 10% group |
| Quintana Capital Group II LP 601 JEFFERSON STREET SUITE 3600 | Possible member of 10% group |

HOUSTON, TX 77002

QEP Management Co GP LLC
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

QEP Management Co LP
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Q GEI Holdings LLC
601 JEFFERSON STREET
SUITE 3600
HOUSTON, TX 77002

Possible member of 10% group

Signatures

/s/ Steve Putman

08/08/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On August 4, 2011, Quintana Energy Partners II, L.P. distributed 178,223 Class A Units to Quintana Capital Group II, L.P., its general partner on account of the latter's carried and pro rata partnership interests in Quintana Energy Partners II, L.P. Quintana Capital Group II, L.P. simultaneously distributed those units on a pro rata basis to its partners.

(2) On August 4, 2011, Quintana Capital Group GP, Ltd., the general partner of Quintana Capital Group II, L.P., received 1,618 Class A Units in a pro rata distribution from Quintana Capital Group II, L.P.

(3) Quintana Capital Group GP, Ltd. is the general partner of Quintana Capital Group II, L.P., which is the general partner of Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP. QEP Management Co. GP, LLC is the general partner of QEP Management Co., L.P. (each a "management entity"). Each such management entity provides management services to Quintana Energy Partners II, L.P. and QEP II Genesis TE Holdco, LP, and may be deemed to have or share voting power and/or investment power over the units reported in this Form 4 held by such entities. QEP Management Co. GP, LLC is managed by a board of managers and Quintana Capital Group GP, Ltd. is managed by a board of directors (such boards, collectively, the "Quintana Boards"). The members of each Quintana Board are Donald L. Evans, Warren S. Hawkins, Corbin J. Robertson, Jr., Brock E. Morris, Corbin J. Robertson III, and William K. Robertson.

(4) Q GEI Holdings, LLC is managed by a board of managers (the "Q GEI Board") the members of which are Jimmy A. McDonald, Steve Putman and Corbin J. Robertson III (such individuals, collectively, the "Q GEI Managers"). The Q GEI Board acts unanimously and none of the Q GEI Managers may act individually to vote or sell any of the units covered by this Form 4. Each of the Q GEI Managers is also an employee of Quintana Capital Group GP, Ltd.

Remarks:

Each Reporting Person set forth above disclaims beneficial ownership of all the units reported in this Form 4 except to the extent

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.